

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,¹)	Case No. 01-01139 (JKF)
)	
)	Jointly Administered
Debtors.)	
)	

**ORDER GRANTING THIRD (QUARTERLY) INTERIM
FEE APPLICATION OF DUANE MORRIS LLP
FOR THE PERIOD OCTOBER 1, 2001 THROUGH AND INCLUDING
DECEMBER 31, 2001**

Upon consideration of the Third (Quarterly) Interim Fee Application of Duane Morris LLP ("Duane Morris") for the Period October 1, 2001 Through December 31, 2001 (the "Request"); the Court having determined that proper and adequate notice of the Request has been given and that no other or further notice is necessary; and good and sufficient cause appearing for the relief granted herein;

¹The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

IT IS HEREBY ORDERED THAT:

1. The Request is granted.
2. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Request.
3. Duane Morris is allowed compensation and reimbursement of expenses for the Interim Fee Period in the full amounts set forth in the Request, subject to the filing of a final fee application.
4. The above-captioned debtors and debtors in possession are authorized to make payment to Duane Morris in the amount of the difference between (a) 100% of the total fees and expenses set forth in the Fee Applications and (b) the actual payments received by Duane Morris for fees and expenses under the Fee Applications, as set forth in the Request. The total amount of fees and expenses set forth in the Fee Applications is \$17,349.50 in fees and \$3,436.30 in expenses.
5. This Order shall be effective immediately upon entry.

Dated: _____, 2002

THE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY COURT JUDGE